



Brookline Bancorp, Inc.



BRKL NASDAQ

Banks

Market Capitalization USD:

\$456.46 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years. 
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Paul A. Perrault

Age: 60

CEO Since: 2009

	2009	2010	2011
Base Salary	\$475,000	\$600,000	\$625,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$142,500	\$210,000	\$445,313
Benefits and Perquisites	\$40,678	\$47,940	\$47,706
TOTAL ANNUAL COMPENSATION	\$658,178	\$857,940	\$1,118,019
Increase in Post-Retirement Benefits	\$0	\$0	\$8,210
Stock Option Awards	\$120,000	\$120,000	\$0
Stock Awards	\$80,000	\$80,000	\$437,496
TOTAL COMPENSATION	\$858,178	\$1,057,940	\$1,563,725
Median of Other Named Executive Officers Total Compensation	\$491,088	\$448,293	\$421,770
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$95,201	\$75,522
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$95,201	\$75,522

Proxy Date: 5 Apr 2012

Annual Meeting Date: 9 May 2012

Equity Reserves:

Stock Option Run Rate: 0.40%

Brookline Bancorp, Inc.

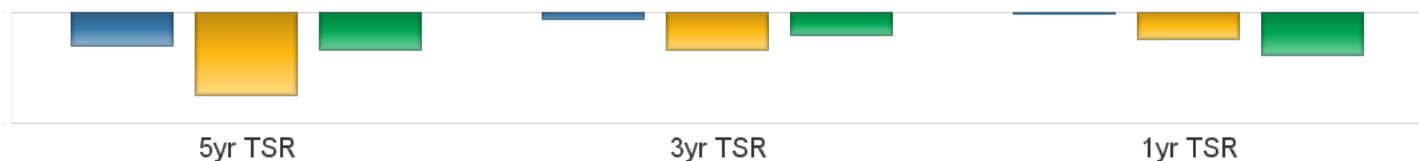
BRKL NASDAQ

Banks

Market Capitalization USD: **\$456.46 mm**

Performance Comparison

■ S&P500 ■ Industry ■ BRKL



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
BRKL	Brookline Bancorp, Inc.	\$858,178	\$1,057,940	\$1,563,725	\$456,462,431
WBS	Webster Financial Corporation	\$3,477,843	\$2,977,982	\$4,992,432	\$1,338,857,100
UMBF	UMB Financial Corporation	\$1,455,687	\$1,611,986	\$1,986,570	\$1,298,635,901
FCNCA	First Citizens BancShares, Inc.	\$835,485	\$1,060,656	\$1,847,107	\$1,256,947,914
FMER	FirstMerit Corporation	\$5,907,300	\$5,510,259	\$6,363,713	\$1,240,958,800
FFIN	First Financial Bankshares, Inc.	\$677,482	\$662,649	\$867,464	\$1,233,610,874
NWBI	Northwest Bancshares, Inc.	\$784,828	\$920,129	\$2,064,470	\$1,230,061,131

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

1st Source Corporation, Independent Bank Corp., Bancfirst Corporation, NBT Bancorp, Inc., Bank of the Ozarks, Inc., Oritani Financial Corp., Beneficial Mutual Bancorp, Pacwest Bancorp, Boston Private Financial Holdings, Inc., S&T Bancorp, Inc., City Holding Company, Simmons First National Corporation, Community Bank System, Inc., Sterling Bancorp, CVB Financial Corp., Trustco Bank Corp NY, Dime Community Bancshares, Inc., Wesbanco, Inc., First Commonwealth Financial Corporation, Western Alliance Bancorporation, Home Bancshares, Inc.

Performance Peer Group

1st Source Corporation, Independent Bank Corp., Bancfirst Corporation, NBT Bancorp, Inc., Bank of the Ozarks, Inc., Oritani Financial Corp., Beneficial Mutual Bancorp, Pacwest Bancorp, Boston Private Financial Holdings, Inc., S&T Bancorp, Inc., City Holding Company, Simmons First National Corporation, Community Bank System, Inc., Sterling Bancorp, CVB Financial Corp., Trustco Bank Corp NY, Dime Community Bancshares, Inc., Wesbanco, Inc., First Commonwealth Financial Corporation, Western Alliance Bancorporation, Home Bancshares, Inc.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Joseph J. Slotnik	Chairman	75	Male	42	Outside Related
David C. Chapin	Member	75	Male	23	Outside Related
John L. Hall	Member	72	Male	29	Outside Related
Peter O. Wilde	Member	73	Male	19	Outside Related